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九龍建業有限公司
KOWLOON DEVELOPMENT COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 34)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Kowloon Development Company Limited (the “**Company**”) will be held at Crystal Ballroom, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 27 June 2011 at 11:30 a.m. (or immediately after the closing of the annual general meeting of the Company) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company (with or without amendments):—

ORDINARY RESOLUTION

“**THAT:**—

- (a) the agreement dated 13 May 2011 entered into between the Company and Win Talent Investments Limited in respect of the acquisition by the Company of 80% equity interest in Ideaplan Investments Limited together with assignment of related shareholder’s loan (the “**Acquisition Agreement**”) be and is hereby approved and confirmed; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Acquisition Agreement and completion thereof as he/she may consider necessary, desirable or expedient.”

By Order of the Board
Kowloon Development Company Limited
Lee Kuen Chiu
Company Secretary

Hong Kong, 3 June 2011

Notes:

1. Any member entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's share registrars, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment meeting thereof.
3. The votes of the shareholders to be taken at the meeting will be by a poll in which Intellinsight Holdings Limited and the beneficial owners and associates of Polytec Holdings International Limited, Intellinsight Holdings Limited and Win Talent Investments Limited (as defined in the Listing Rules) including Mr Or Wai Sheun, Ms Ng Chi Man and Mr Or Pui Kwan, being Directors of the Company, will abstain from voting.
4. The English text of this notice shall prevail over the Chinese text.

As at the date of this announcement, the Directors of the Company are Mr Or Wai Sheun (Chairman), Ms Ng Chi Man, Mr Lai Ka Fai and Mr Or Pui Kwan as Executive Directors; Mr Keith Alan Holman (Deputy Chairman), Mr Tam Hee Chung and Mr Yeung Kwok Kwong as Non-executive Directors; and Mr Li Kwok Sing, Aubrey, Mr Lok Kung Chin, Hardy, Mr Seto Gin Chung, John and Mr David John Shaw as Independent Non-executive Directors.